

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <u>Edison Jeffrey</u> _____ (Last) (First) (Middle) 11501 NORTHLAKE DRIVE _____ (Street) CINCINNATI OH 45249 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Phillips Edison &amp; Company, Inc. [ PECO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	01/15/2022		J <sup>(1)</sup>	V	99,510.188	D	\$0	0	D	
Common Stock	01/15/2022		J <sup>(1)</sup>	V	99,508	A	\$0	175,859	D	
Class B Common Stock	01/15/2022		J <sup>(1)</sup>	V	77,354.698	D	\$0	0	I	By PELP
Common Stock	01/15/2022		J <sup>(1)</sup>	V	77,354	A	\$0	77,354 <sup>(2)</sup>	I	By PELP <sup>(3)</sup>
Class B Common Stock	01/15/2022		J <sup>(1)</sup>	V	12,088.889	D	\$0	0	I	By Edison Properties LLC
Common Stock	01/15/2022		J <sup>(1)</sup>	V	12,088	A	\$0	12,088 <sup>(2)</sup>	I	By Edison Properties LLC
Class B Common Stock	01/15/2022		J <sup>(1)</sup>	V	33,333.333 <sup>(4)</sup>	D	\$0	0	I	By Father's Trust
Common Stock	01/15/2022		J <sup>(1)</sup>	V	33,333	A	\$0	33,333 <sup>(2)(4)</sup>	I	By Father's Trust
Class B Common Stock	01/15/2022		J <sup>(1)</sup>	V	33,333.333 <sup>(4)</sup>	D	\$0	0	I	By Mother's Trust
Common Stock	01/15/2022		J <sup>(1)</sup>	V	33,333	A	\$0	33,333 <sup>(2)(4)</sup>	I	By Mother's Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OP Units	(5)	03/01/2022		A <sup>(6)</sup>		52,942		(5)(6)	(5)	Common Stock	52,942	\$0	3,264,887.667 <sup>(7)</sup>	D	
OP Units	(5)							(5)	(5)	Common Stock	2,424,405.871		2,424,405.871 <sup>(2)</sup>	I	By Jeffrey Edison Family Trust
OP Units	(5)							(5)	(5)	Common Stock	1,134,215.303		1,134,215.303 <sup>(2)</sup>	I	By Edison Properties LLC
OP Units	(5)							(5)	(5)	Common Stock	500,593.389		500,593.389 <sup>(2)</sup>	I	By Spouse's Family Trust
OP Units	(5)							(5)	(5)	Common Stock	431,233.177		431,233.177 <sup>(2)</sup>	I	By Edison Family Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OP Units	(5)							(5)	(5)	Common Stock	330,666.876		330,666.876 <sup>(2)</sup>	I	By Edison Ventures Trust
OP Units	(5)							(5)	(5)	Common Stock	276,927.452		276,927.452 <sup>(2)</sup>	I	By Old 97, Inc
OP Units	(5)							(5)	(5)	Common Stock	211,265.707		211,265.707 <sup>(2)</sup>	I	By Spouse's Trust
OP Units	(5)							(5)	(5)	Common Stock	60,583.377		60,583.377 <sup>(2)</sup>	I	By Father's Trust
Class B Units	(5)(8)	03/01/2022		A <sup>(9)</sup>		36,540		(5)(8)(9)	(5)(8)	Common Stock	36,540	\$0	36,540	D	
Class B Units	(5)(8)	03/01/2022		A <sup>(10)</sup>		4,498.8		(5)(8)	(5)(8)	Common Stock	4,498.8	\$0	4,498.8	D	

**Explanation of Responses:**

- On January 15, 2022, the issued and outstanding shares of Class B Common Stock automatically converted back to shares of the Issuer's listed Common Stock, on a one-for-one basis, with cash paid in lieu of fractional shares, in a reclassification transaction exempt under Rule 16b-7.
- Reflects total shares held by the entity, and as to which Mr. Edison has shared voting and dispositive power. Mr. Edison disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Phillips Edison Limited Partnership ("PELP") is a Delaware limited partnership. Mr. Edison is the manager of the general partner of PELP.
- Mr. Edison acquired an indirect beneficial ownership in these securities upon his appointment as a trustee to this trust on September 30, 2021.
- Limited partnership interests ("OP Units") in Phillips Edison Grocery Center Operating Partnership I, L.P., a Delaware limited partnership ("PECO OP") are exchangeable, at the election of the holder, for cash equal to the fair market value of one share of the Issuer's Common Stock or, at the option of PECO OP, shares of the Issuer's Common Stock on a one-for-one basis, and have no expiration date. OP Units issued upon conversion of unvested Class B Units are still subject to the same vesting schedule as the originally granted unvested Class B Units.
- Represents OP Units earned based upon the Issuer's achievement of performance metrics under the 2019-2021 Performance-Based LTIP Units. Represents 26,471 vested units and 26,471 unvested units, which will vest in full on December 31, 2022.
- Total vested and unvested OP Units held are reflected in Column 9: Of the 3,264,887.667 OP Units held by the Reporting Person, 3,098,481.667 are vested and 166,406 are unvested.
- At issuance, the Class B Units of limited partnership interests of PECO OP ("Class B Units") do not have full parity with the OP Units with respect to liquidating distributions, but upon the occurrence of certain events described in PECO OP's partnership agreement, including the Common Stock price performance, could over time achieve full parity with the OP Units for all purposes. Upon achieving full parity with OP Units, the Class B Units would convert into an equal number of OP Units, subject to any remaining time-based vesting conditions of the converted unvested Class B Units. The Class B Units have no expiration date.
- Represents the grant of Class B Units in PECO OP under the Issuer's long term incentive plan. The Class B Units vest in four equal annual installments on the anniversary of the date of grant, subject to continued service.
- Represents vested Class B Units issued in lieu of cash dividends accrued on the earned 2019-2021 Performance-Based LTIP Units.

**Remarks:**

/s/ Jennifer Robison, Attorney-in-Fact 03/03/2022

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.